

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

SPECIAL CONDITIONS - RETAIL (Continued)

49. Service Establishment Reactivation Charge Waiver Promotion

The Company will waive the applicable Service Establishment reactivation charge upon request for any customer which (i) requests to activate a number on any of Company's service plans on November 8, 1994 through and including December 31, 1994 ("Enrollment Period"), (ii) previously subscribed to cellular service provided by Company within 3 months prior to requesting service within the Enrollment Period, and (iii) does not have a prior unpaid balance owing to Company. The total credit for each mobile number participating in this Promotion will not exceed \$15.

50. Ten-Year Anniversary Super-Value Credit Promotion

A. Description: An eligible customer, as defined in Section B below, who agrees in writing during the period commencing on December 1, 1994, through and including December 31, 1994 ("Enrollment Period") to participate in this Credit Promotion for twenty-four months following AirTouch's enrollment of the mobile number assigned to the customer in the Promotion ("Promotion Period") will receive a monthly bill credit of \$10.00 in each of the twenty-four billing periods of the Promotion Period¹. The total credit for each mobile number enrolled in this Promotion by an eligible customer will not exceed \$240. (T)

B. Eligibility: To participate in this promotion, the customer must transfer service from another of Company's pricing plans or programs to a Two-Year Super-Value Plan (Except After Hours) during the Enrollment Period²; or agree in writing to activate service with the Company and to subscribe to one of Company's Two-Year Super-Value Plans (Except After Hours) during the Enrollment Period. (T)

C. Early Termination Fee: Except as expressly provided to the contrary in this tariff, if at any time during the Promotion Period a participating customer ceases to participate in this Promotion (other than as a result of temporary deactivation), the customer must pay an early termination fee of \$100 in addition to any other early termination fees which may apply.

During the Promotion Period, customers participating in this Credit Promotion may, subject to the terms and conditions applicable to the pricing plans under which they receive service, transfer their service to another of the pricing plans described in Section B above, or to another of Company's contract plans that requires a minimum subscription period of two years and which becomes effective after the effective date of this tariff, without incurring the early termination fee associated with this Program, provided, however, that the customer agrees to a new two-year contract period.

For the purpose of the early termination fee described in this Section C, Company's Equipment Warranty Program shall not be deemed to be a pricing plan or program of Company, but rather shall be considered to be a supplement thereto.

¹ Credits will be prorated if such proration is necessary to prohibit the provision of a credit to a mobile number enrolled in this Promotion in excess of \$240 and in the event that a mobile number is activated on this Promotion part way through a billing Period. If a customer temporarily deactivates service for a mobile number enrolled in this Promotion on the last day of a billing period during the Promotion Period, the customer will not receive the monthly credit for such billing period. Following the reactivation of service to such a mobile number, the provision of credits will continue for as many billing periods as necessary in order to provide the total credit of \$240.
² Customers who so transfer service must agree to the Required Subscription Period applicable to the Two-Year Super-Value Plan to which the customer's service has been transferred.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

SPECIAL CONDITIONS - RETAIL (Continued)

51. Waiver of Change Charge

Change Charge will be waived for change in long distance carrier until December 31, 1994. All other Change Charges will continue to apply.

52. Quick-Start Affinity Plan Promotion

A. Promotion Description:

Any eligible customer, as defined below, which commits in writing from November 16, 1994 through and including November 27, 1994 ("Enrollment Period") to participate in the Quick-Start Affinity Plan Promotion ("Promotion") and to maintain identified mobile numbers on the Company's one- or two-year Corporate/Volume Purchaser Contract Plan ("Eligible Contract Plan") for the duration of the chosen Plan's contract period ("Required Subscription Period") after the customer's activation on or conversion to this Promotion will be charged the rates for the "250+" tier of the retail one- or two-year Corporate/Volume Purchaser Contract Plan. From the date of customer's activation during the Enrollment Period through and including March 16, 1995 ("Promotion Period"), a minimum of 250 mobile numbers must be activated or converted to an Eligible Contract Plan. If the minimum total activations or conversions to an Eligible Contract Plan has not been achieved by March 16, 1995, rates and charges will be billed at the tier applicable to the number of mobile numbers actually enrolled in the Eligible Contract Plan. At the end of the Required Subscription Period, the customer will continue to receive service under the terms, rates, and charges of Company's Basic Plan unless customer agrees to a new Required Subscription Period on one of Company's Corporate/Volume Purchaser Contract Plans or selects service under another of Company's service plans. (T)

B. Eligibility:

1. For the purposes of this Promotion, an eligible customer is any organized affinity group or association having at least 1,000 members which are cellular users (but which are not employees) of the affinity group or association and agreeing to represent the interests of its members and be responsible for billings for cellular service on behalf of its membership. Officers, directors, and employees of the affinity group or association are eligible to participate in this promotion provided that the affinity group or association has at least 1,000 non-employee members who are cellular users. (T)
2. If at any time after the Promotion Period the number of activated mobile numbers of any eligible customer enrolled in this Promotion drops below 250, rates will revert to the tier applicable to the number of mobile numbers actually in service on an Eligible Contract Plan. If the total number of activations or conversions subsequently reach 250 or more, then Customer once again shall become eligible for the "250 plus" minute usage tier.

C. Changes:

1. If at any time during a Required Subscription Period a mobile number is deactivated other than as the result of a temporary deactivation, the customer will be charged the early termination fee of the Eligible Contract Plan.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

SPECIAL CONDITIONS - RETAIL (Continued)

53. Contract Incentive Promotion

- A. **Description:** An eligible customer, as defined in Section B below, who agrees in writing on December 1, 1994 through and including December 12, 1994 ("Initial Enrollment Period") to include mobile numbers in this Contract Incentive Promotion for twelve full monthly billing periods immediately after so agreeing ("Promotion Period") will receive (i) a credit of \$75 on their first or second bill thereafter, and (ii) a monthly bill credit of \$8.34 in the first eleven billing periods and one monthly bill credit of \$8.26 in the twelfth billing period of the Promotion Period. The monthly credits shall be applied against the Access Charge of the Corporate/Volume Purchaser Contract Plan or Two-Year Corporate/Volume Purchaser Contract Plan to which the customer converts its mobile numbers. The total credit for each mobile number enrolled in this Promotion by a participating customer will not exceed \$175.
- B. **Eligibility:** To participate in this Promotion, the customer must (i) have first subscribed to Company's service on or after May 1, 1994, and (ii) have converted a minimum of 500 mobile numbers from the Corporate/Volume Purchaser Plan to the Corporate/Volume Purchaser Contract Plan or Two-Year Corporate/Volume Purchaser Contract Plan during the Enrollment Period. Customers will receive the benefits of this Promotion for up to a maximum of 600 mobile numbers converted during the Initial Enrollment Period. After the Initial Enrollment Period, participating customers may also activate or convert and include, under this Promotion, up to a maximum of 300 additional mobile numbers (for an aggregate maximum total of 900 mobile numbers), at any time prior to June 25, 1995.
- C. **Early Termination Fee:** If, at any time during the Promotion Period, a participating mobile number is deactivated or changed to any other pricing plan than the Corporate/Volume Purchaser Contract Plan to which it was first converted by the customer, then the customer must pay an early termination fee of \$175 in addition to the termination fee applicable to the Corporate/Volume Purchaser Contract Plan or Two-Year Corporate/Volume Purchaser Contract Plan to which the number was converted.

54. Service Establishment Waiver Holiday Promotion

On December 4, 1994 through and including December 31, 1994, those who agree to activate a new mobile number on any of Company's service plans, except the Personal Plan, will receive a waiver of the Service Establishment charge applicable to the pricing plan chosen by the customer for each mobile number so activated.

This Waiver Promotion is not available with any other service establishment waiver or service establishment credit promotion.

(N)

(N)

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

SPECIAL CONDITIONS - RETAIL (Continued)

55. Quick-Start Affinity Plan Free Air Promotion

A. Program Description

Any eligible customer, as defined in Section B below, who agrees in writing during the period Commencing on December 19, 1994 through and including March 16, 1995 (T) ("Free Air Enrollment Period") to maintain an identified mobile number on the Company's one- or two-year Corporate/Volume Purchaser Contract Plan ("Eligible Contract Plan") for the duration of the chosen Eligible Contract Plan's contract period ("Required Subscription Period") after the mobile number's activation on or conversion to this Promotion will (i) have the applicable Service Establishment Fee waived, and (ii) receive up to 25 free off-peak airtime minutes in each of the next twelve monthly billing periods that falls within the Required Subscription Period ("Free Air Promotion Period"). Any unused free off-peak airtime minutes will not be credited nor carried over to subsequent billing periods.

B. Eligibility:

1. These promotional benefits are available to any customer who has met the eligibility criteria, and who has enrolled during the specific Enrollment Period, of the Quick-Start Affinity Plan Promotion (See Special Condition 52, Sheet 42 of this Schedule 2-T).
2. If, at any time during the subscriber's Required Subscription Period, an eligible customer terminates service, other than as the result of a temporary deactivation¹, or if during the Free Air Promotion Period the customer changes the pricing plan selected upon commencement of participation in this Promotion (except when converting from a one-year to a two-year Corporate/Volume Purchaser Contract Plan and agreeing to a new Required Subscription Period), then the customer will be charged the early termination fee applicable to the underlying Plan and will receive no further free monthly airtime.

¹ Following the reactivation of service to such mobile number, the provision of 25 minutes of off-peak airtime will continue for as many billing periods as necessary to total twelve monthly bill periods.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

SPECIAL CONDITIONS - RETAIL (Continued)

56. Service Establishment Waiver January Promotion

On January 9, 1995 through and including January 15, 1995, those who agree to activate a new mobile number on any of Company's service plans, except the Personal Plan, will receive a waiver of the Service Establishment charge applicable to the pricing plan chosen by the customer for each mobile number so activated.

This Waiver Promotion is not available with any other service establishment waiver or service establishment credit promotion.

(N)
|
(N)

Backup Notes: AirTouch Cellular Methodology for Prices and Promotions

Methodology for Plan Price

1993 & 1994

	<u>200 Minute User</u>
99.99	170 minutes included in access price
+ 9.36	30 minutes at 80% peak/20% off-peak
+ 1.38	or 24 peak, 6 off-peak
<u>+ 4.16</u>	Service establishment = $\$50 \div 12 = 4.16$
114.89	

	<u>100 Minute User</u>
69.99	80 minutes included in access price
+ 6.56	20 minutes at 80% peak/20% off-peak
+ .96	or 16 peak, 4 off-peak
<u>+ 4.16</u>	Service establishment = $\$50 \div 12 = 4.16$
81.67	

	<u>10 Minute User</u>
29.99	10 minutes included in 20 minute access price
	No extra usage above access
<u>+ 4.16</u>	Service establishment = $\$50 \div 12 = 4.16$
34.15	

Methodology for Best Promotional Price

Plan Price Less Promotion Credit = Best Promotional Price

Promotion Credits:

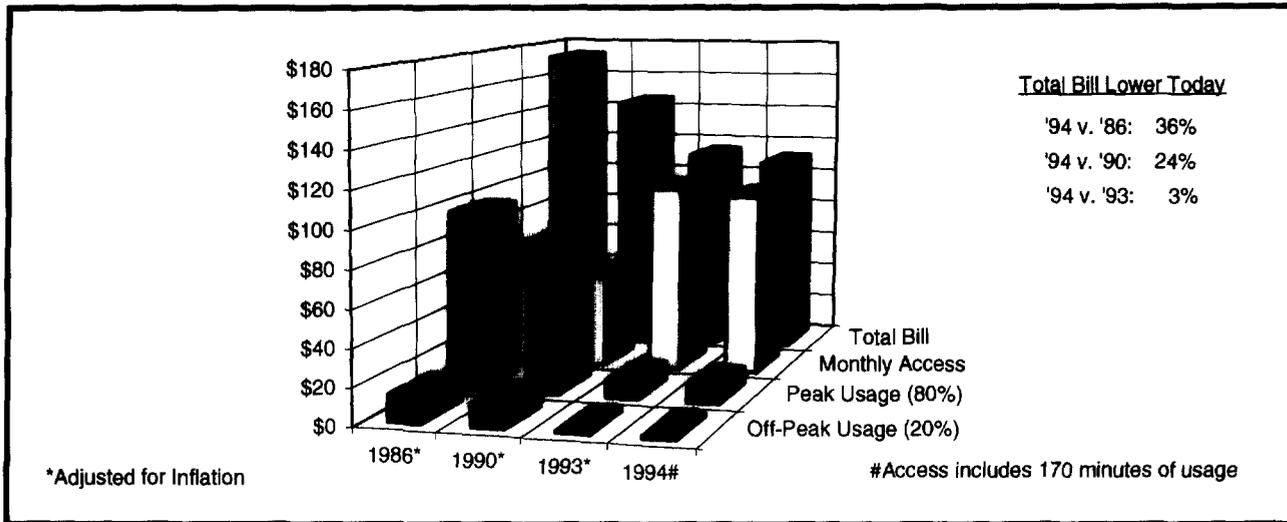
1. \$100 credit: $\$100 \div 12 = \8.34
2. \$240 credit annualized: $\$240 \div 2 \div 12 = \10
3. Service establishment waiver: $\$50 \div 12 = \4.16
4. Free off-peak (25 min.): $2 \text{ min.} \times .20 = \0.40
(10 minute user @ 20% off-peak = 2 min.)

Real Dollars	CPI-U Index	1986: 0.74	1993: 0.97
		1990: 0.88	

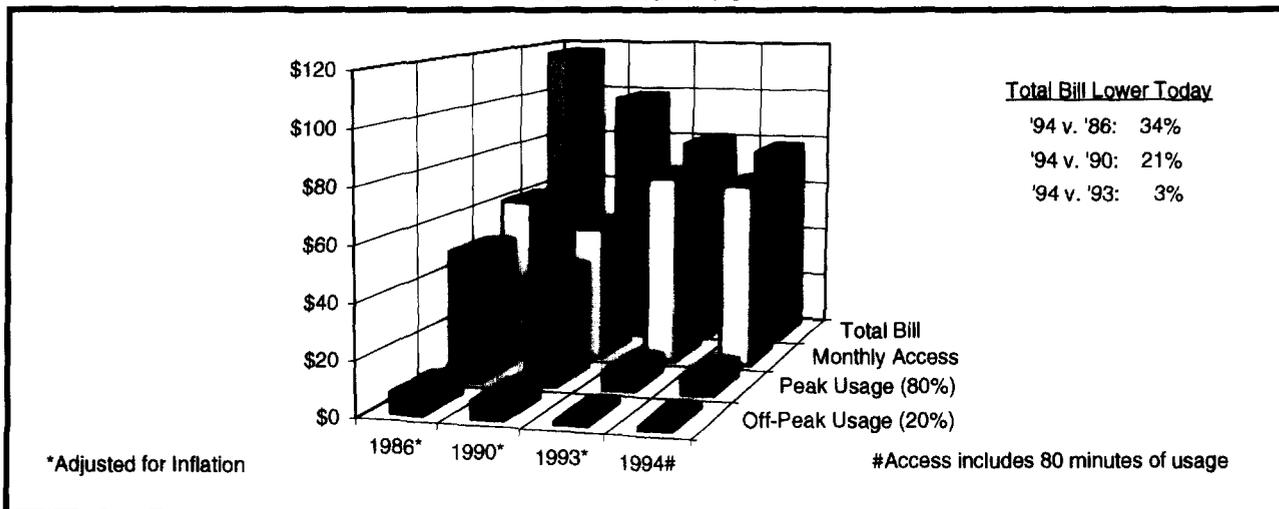
Declining Cellular Retail Plan Prices in California: AirTouch Cellular - Los Angeles

Comparison of 1986, 1990, 1993 and 1994 Prices

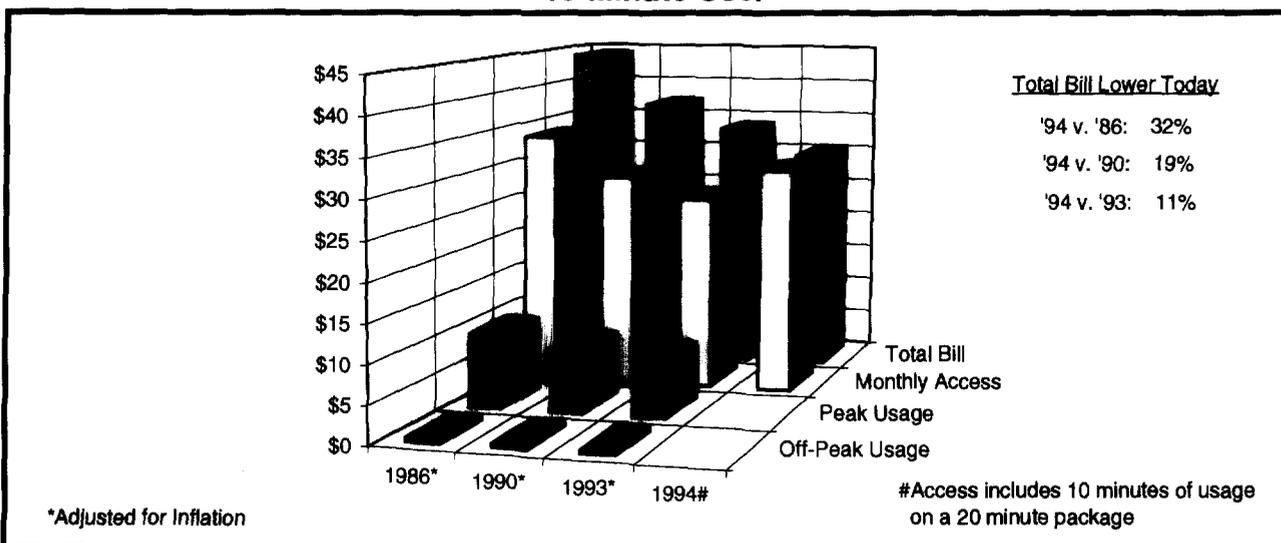
200-Minute User



100-Minute User



10-Minute User



Declining Cellular Retail Plan Prices in California: AirTouch Cellular - Los Angeles

AirTouch Cellular - Los Angeles

Comparison of 1986, 1990, 1993 and 1994 Prices

Back-Up Data in Real Dollars Only

200 Minute User

	1986*	1990*	1993*	1994*
Off-Peak Usage (20%)	\$14.59	\$12.27	\$1.42	\$1.38
Peak Usage (80%)	\$97.30	\$81.82	\$9.65	\$9.36
Monthly Access	\$60.81	\$51.14	\$103.08	\$99.99
Total Bill	\$172.70	\$145.23	\$114.15	\$110.73

100 Minute User

	1986*	1990*	1993*	1994*
Off-Peak Usage (20%)	\$7.30	\$6.14	\$0.99	\$0.96
Peak Usage (80%)	\$48.65	\$40.91	\$6.76	\$6.56
Monthly Access	\$60.81	\$51.14	\$72.15	\$69.99
Total Bill	\$116.76	\$98.19	\$79.90	\$77.51

10 Minute User

	1986*	1990*	1993*	1994*
Off-Peak Usage	\$0.54	\$0.45	\$0.41	
Peak Usage	\$9.73	\$8.18	\$7.42	
Monthly Access	\$33.78	\$28.41	\$25.77	\$29.99
Total Bill	\$44.05	\$37.04	\$33.60	\$29.99

*Adjusted for Inflation (U.S. CPI-U Index)

*Access includes minutes of usage

(200-minute user includes 170 minutes of usage)

(100-minute user includes 80 minutes of usage)

(10-minute user includes 10 minutes of usage in a 20 minute package)

Declining Cellular Retail Plan Prices in California: AirTouch Cellular - Los Angeles

Comparison of 1986, 1990, 1993 and 1994 Prices

Back-Up Data in Nominal Dollars and Real Dollars

Example:					Inflation*	Inflation*	Inflation*	% Reduction		
Los Angeles (AirTouch)	1986	1990	1993	1994	Adjusted 1986 Rate	Adjusted 1990 Rate	Adjusted 1993 Rate	94-86	94-90	94-93
200 Minute User										
Monthly Access	\$45.00	\$45.00	\$99.99	\$99.99	\$60.81	\$51.14	\$103.08	-64.43%	-95.54%	3.00%
Peak Usage (80%)	\$72.00	\$72.00	\$9.36	\$9.36	\$97.30	\$81.82	\$9.65	90.38%	88.56%	3.00%
Off-Peak Usage (20%)	\$10.80	\$10.80	\$1.38	\$1.38	\$14.59	\$12.27	\$1.42	90.54%	88.76%	3.00%
Total	\$127.80	\$127.80	\$110.73	\$110.73	\$172.70	\$145.23	\$114.15	35.88%	23.75%	3.00%
100 Minute User										
Monthly Access	\$45.00	\$45.00	\$69.99	\$69.99	\$60.81	\$51.14	\$72.15	-15.09%	-36.87%	3.00%
Peak Usage (80%)	\$36.00	\$36.00	\$6.56	\$6.56	\$48.65	\$40.91	\$6.76	86.52%	83.96%	3.00%
Off-Peak Usage (20%)	\$5.40	\$5.40	\$0.96	\$0.96	\$7.30	\$6.14	\$0.99	86.84%	84.36%	3.00%
Total	\$86.40	\$86.40	\$77.51	\$77.51	\$116.76	\$98.19	\$79.90	33.61%	21.06%	2.99%
10 Minute User										
Monthly Access	\$25.00	\$25.00	\$25.00	\$29.99	\$33.78	\$28.41	\$25.77	11.23%	-5.56%	-16.36%
Peak Usage	\$7.20	\$7.20	\$7.20	included	\$9.73	\$8.18	\$7.42			
Off-Peak Usage	\$0.40	\$0.40	\$0.40	included	\$0.54	\$0.45	\$0.41			
Total	\$32.60	\$32.60	\$32.60	\$29.99	\$44.05	\$37.04	\$33.60	31.92%	19.03%	10.74%

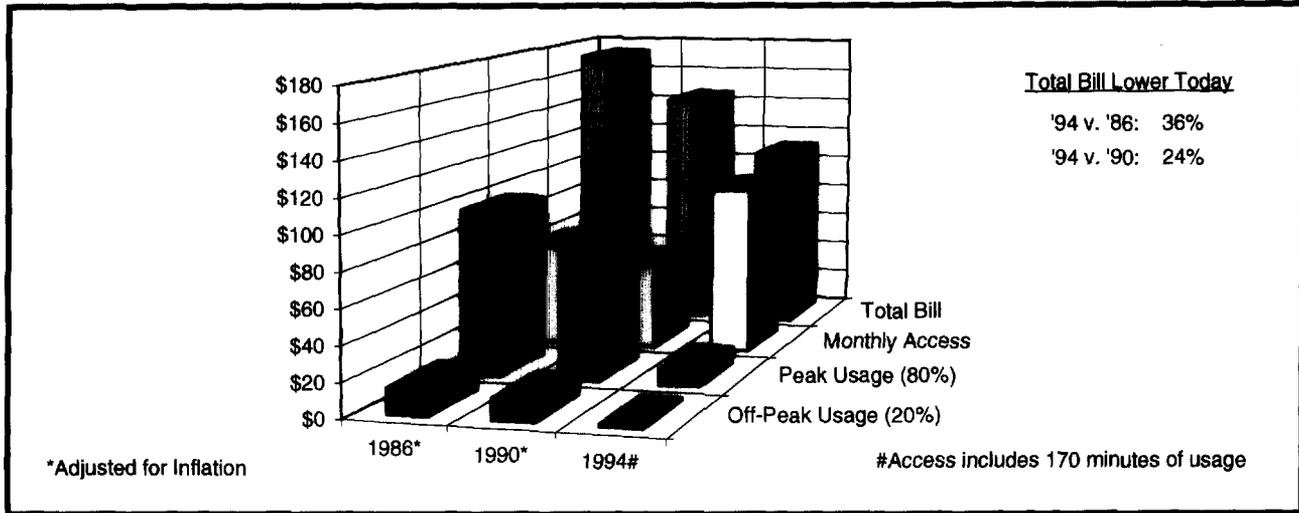
* U.S. CPI-U Index

Declining Cellular Retail Plan Prices in California:

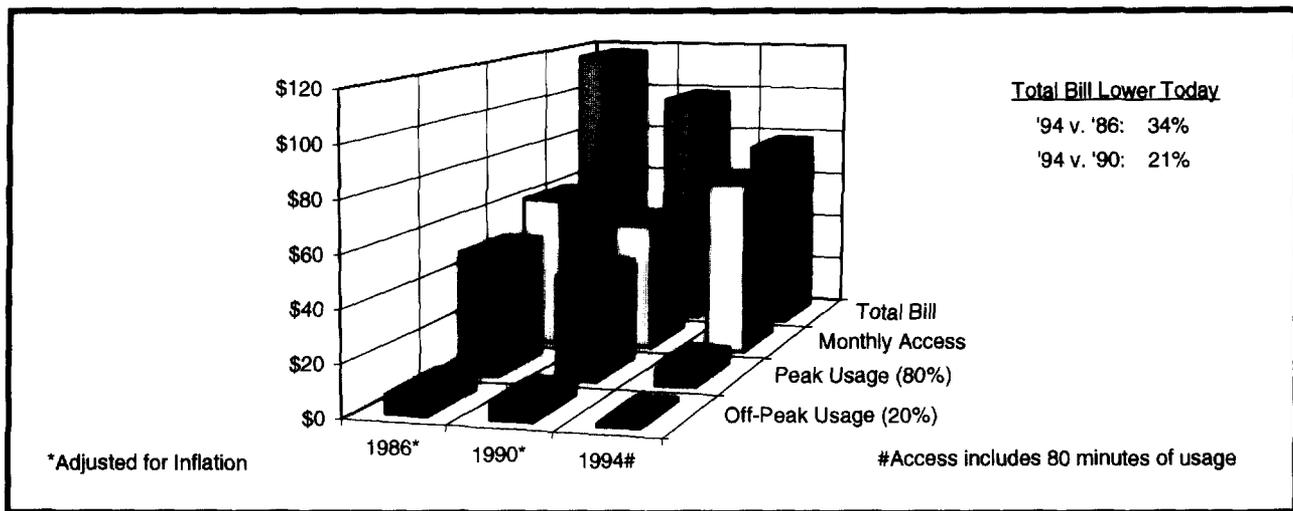
AirTouch Cellular - Los Angeles

Comparison of 1986, 1990 and 1994 Monthly Bills

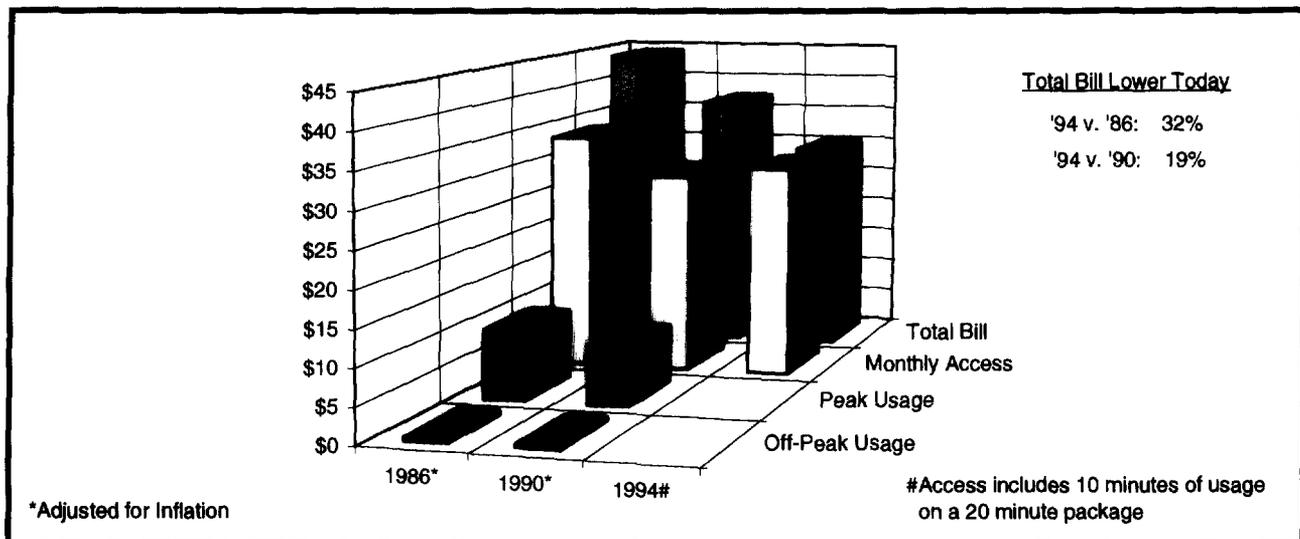
200-Minute User



100-Minute User



10-Minute User



Declining Cellular Retail Plan Prices in California: AirTouch Cellular - Los Angeles

Comparison of 1986, 1990 and 1994 Monthly Bills

Back-Up Data for 3-D Graphic in Real Dollars Only

200 Minute User

	1986*	1990*	1994*
Off-Peak Usage (20%)	\$14.59	\$12.27	\$1.38
Peak Usage (80%)	\$97.30	\$81.82	\$9.36
Monthly Access	\$60.81	\$51.14	\$99.99
Total Bill	\$172.70	\$145.23	\$110.73

100 Minute User

	1986*	1990*	1994*
Off-Peak Usage (20%)	\$7.30	\$6.14	\$0.96
Peak Usage (80%)	\$48.65	\$40.91	\$6.56
Monthly Access	\$60.81	\$51.14	\$69.99
Total Bill	\$116.76	\$98.19	\$77.51

10 Minute User

	1986*	1990*	1994*
Off-Peak Usage	\$0.54	\$0.45	
Peak Usage	\$9.73	\$8.18	
Monthly Access	\$33.78	\$28.41	\$29.99
Total Bill	\$44.05	\$37.04	\$29.99

* Adjusted for Inflation (U.S. CPI-U Index)

Access includes minutes of usage

(200-minute user includes 170 minutes of usage)

(100-minute user includes 80 minutes of usage)

(10-minute user includes 10 minutes of usage in a 20 minute)

Declining Cellular Retail Plan Prices in California: AirTouch Cellular - Los Angeles

Comparison of 1986, 1990 and 1994 Monthly Bills

Back-Up Data in Nominal Dollars and Real Dollars

Example:				Inflation*	Inflation*	% Reduction	
Los Angeles (AirTouch)	1986 [#]	1990 [#]	1994 [#]	Adjusted 1986 Rate	Adjusted 1990 Rate	94-86	94-90
200 Minute User							
Monthly Access	\$45.00	\$45.00	\$99.99	\$60.81	\$51.14	-64.43%	-95.54%
Peak Usage (80%)	\$72.00	\$72.00	\$9.36	\$97.30	\$81.82	90.38%	88.56%
Off-Peak Usage (20%)	\$10.80	\$10.80	\$1.38	\$14.59	\$12.27	90.54%	88.76%
Total	\$127.80	\$127.80	\$110.73	\$172.70	\$145.23	35.88%	23.75%
100 Minute User							
Monthly Access	\$45.00	\$45.00	\$69.99	\$60.81	\$51.14	-15.09%	-36.87%
Peak Usage (80%)	\$36.00	\$36.00	\$6.56	\$48.65	\$40.91	86.52%	83.96%
Off-Peak Usage (20%)	\$5.40	\$5.40	\$0.96	\$7.30	\$6.14	86.84%	84.36%
Total	\$86.40	\$86.40	\$77.51	\$116.76	\$98.19	33.61%	21.06%
10 Minute User							
Monthly Access	\$25.00	\$25.00	\$29.99	\$33.78	\$28.41	11.23%	-5.56%
Peak Usage (NApp)	\$7.20	\$7.20	included	\$9.73	\$8.18		
Off-Peak Usage (NApp)	\$0.40	\$0.40		\$0.54	\$0.45		
Total	\$32.60	\$32.60	\$29.99	\$44.05	\$37.04	31.92%	19.03%

* U.S. CPI-U Index

* Access includes minutes of usage

(200-minute user includes 170 minutes of usage)

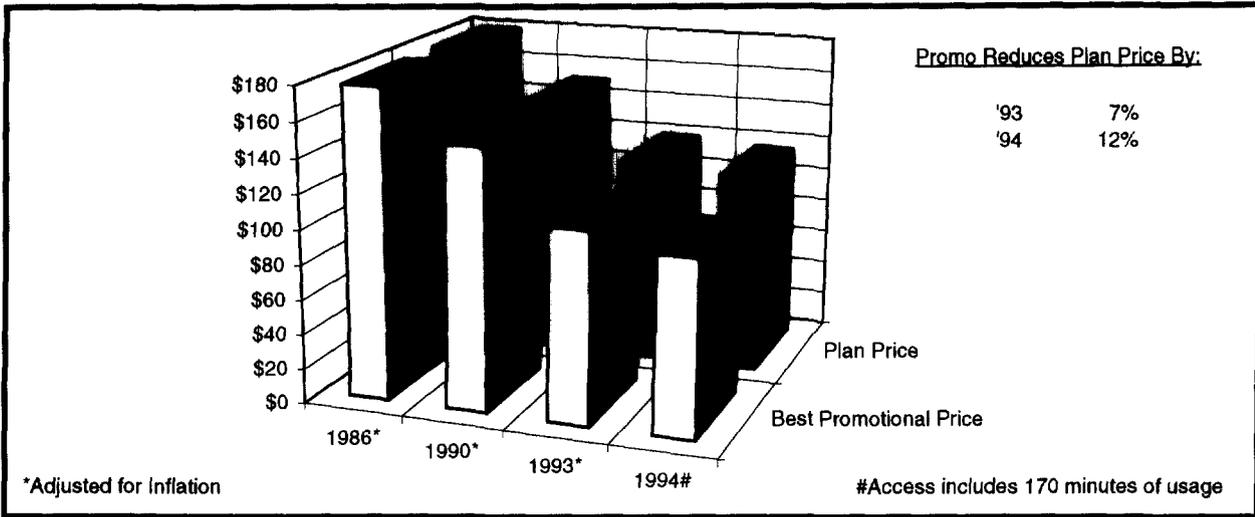
(100-minute user includes 80 minutes of usage)

(10-minute user includes 10 minutes of usage in a 20 minute)

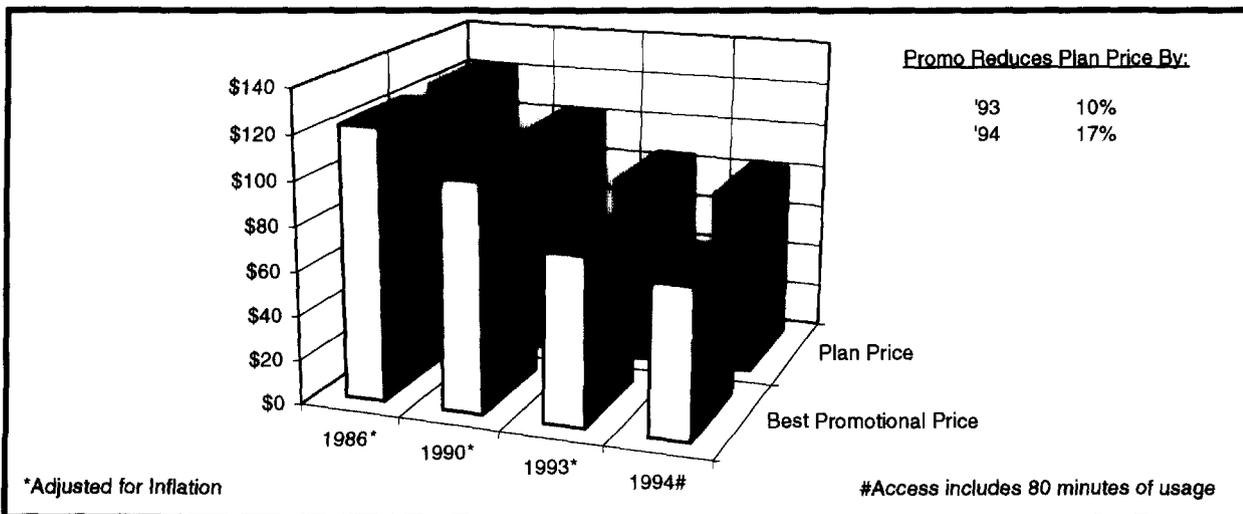
Promotions Further Reduce Declining Plan Prices

Comparison of Cellular Retail Plan Prices[^] and Best Promotional Prices in California:
AirTouch Cellular - Los Angeles

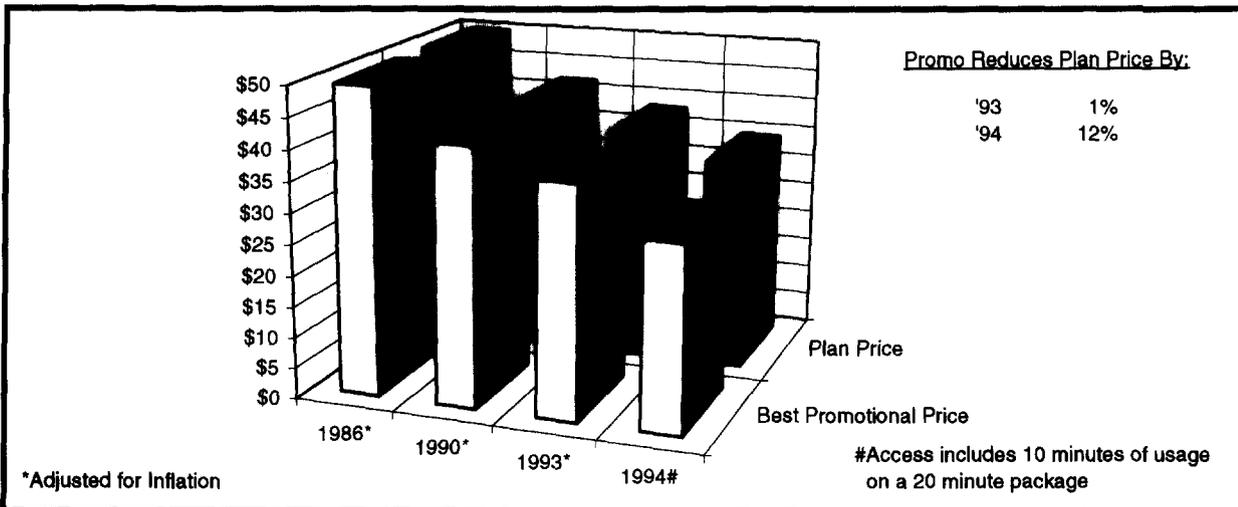
200 Minute User



100 Minute User



10 Minute User



[^] All plan prices include total monthly bill and amortized service establishment

Promotions Further Reduce Declining Plan Prices

Comparison of Cellular Retail Plan Prices[^] and Best Promotional Prices in California:
AirTouch Cellular - Los Angeles

Back-Up Data for 3-D Graphic in Real Dollars Only

200 Minute User

	1986*	1990*	1993*	1994*
Best Promotional Price	\$178.32	\$149.95	\$109.85	\$100.73
Plan Price	\$178.32	\$149.95	\$118.44	\$114.89

100 Minute User

	1986*	1990*	1993*	1994*
Best Promotional Price	\$122.38	\$102.91	\$75.60	\$67.51
Plan Price	\$122.38	\$102.91	\$84.20	\$81.67

10 Minute User

	1986*	1990*	1993*	1994*
Best Promotional Price	\$49.68	\$41.77	\$37.48	\$29.99
Plan Price	\$49.68	\$41.77	\$37.90	\$34.15

Plan v. Best Price

	1993	1994
200 Minute User	7.25%	12.32%
100 Minute User	10.21%	17.34%
10 Minute User	1.11%	12.18%

[^] All plan prices include total monthly bill and amortized service establishment

* Adjusted for Inflation (U.S. CPI-U Index)

Access includes minutes of usage

(200 minute user includes 170 minutes of usage)

(100 minute user includes 80 minutes of usage)

(10 minute user includes 10 minutes of usage in a 20 minute package)

Promotions Further Reduce Declining Plan Prices

Comparison of Cellular Retail Plan Prices[^] and Best Promotional Prices in California:
AirTouch Cellular - Los Angeles

Back-Up Data in Nominal Dollars and Real Dollars

Examples:	1986	1990	1993	1994	Inflation*	Inflation*	Inflation*	% Reduction		
					Adjusted 1986 Rate	Adjusted 1990 Rate	Adjusted 1993 Rate	94-86	94-90	94-93
200 Minute User										
Best Promotional Price ^{1&3}	\$131.96	\$131.96	\$106.55	\$100.73	\$178.32	\$149.95	\$109.85	43.51%	32.83%	8.30%
Plan Price	\$131.96	\$131.96	\$114.89	\$114.89	\$178.32	\$149.95	\$118.44	35.57%	23.38%	3.00%
100 Minute User										
Best Promotional Price ^{1&3}	\$90.56	\$90.56	\$73.33	\$67.51	\$122.38	\$102.91	\$75.60	44.84%	34.40%	10.70%
Plan Price	\$90.56	\$90.56	\$81.67	\$81.67	\$122.38	\$102.91	\$84.20	33.26%	20.64%	3.00%
10 Minute User										
Best Promotional Price ^{2&4}	\$36.76	\$36.76	\$36.36	\$29.99	\$49.68	\$41.77	\$37.48	39.63%	28.21%	19.99%
Plan Price	\$36.76	\$36.76	\$36.76	\$34.15	\$49.68	\$41.77	\$37.90	31.25%	18.25%	9.89%

¹ 1993: \$100 credit promo available for 57 days [\$8.34/month]

² 1993: 25 free off-peak minutes promo available for 57 days [2 minutes off-peak=\$0.40]

³ 1994: \$240 credit (annualized) + Svc Est credit (amortized) promos available concurrently for 59 days [\$14.16/month]

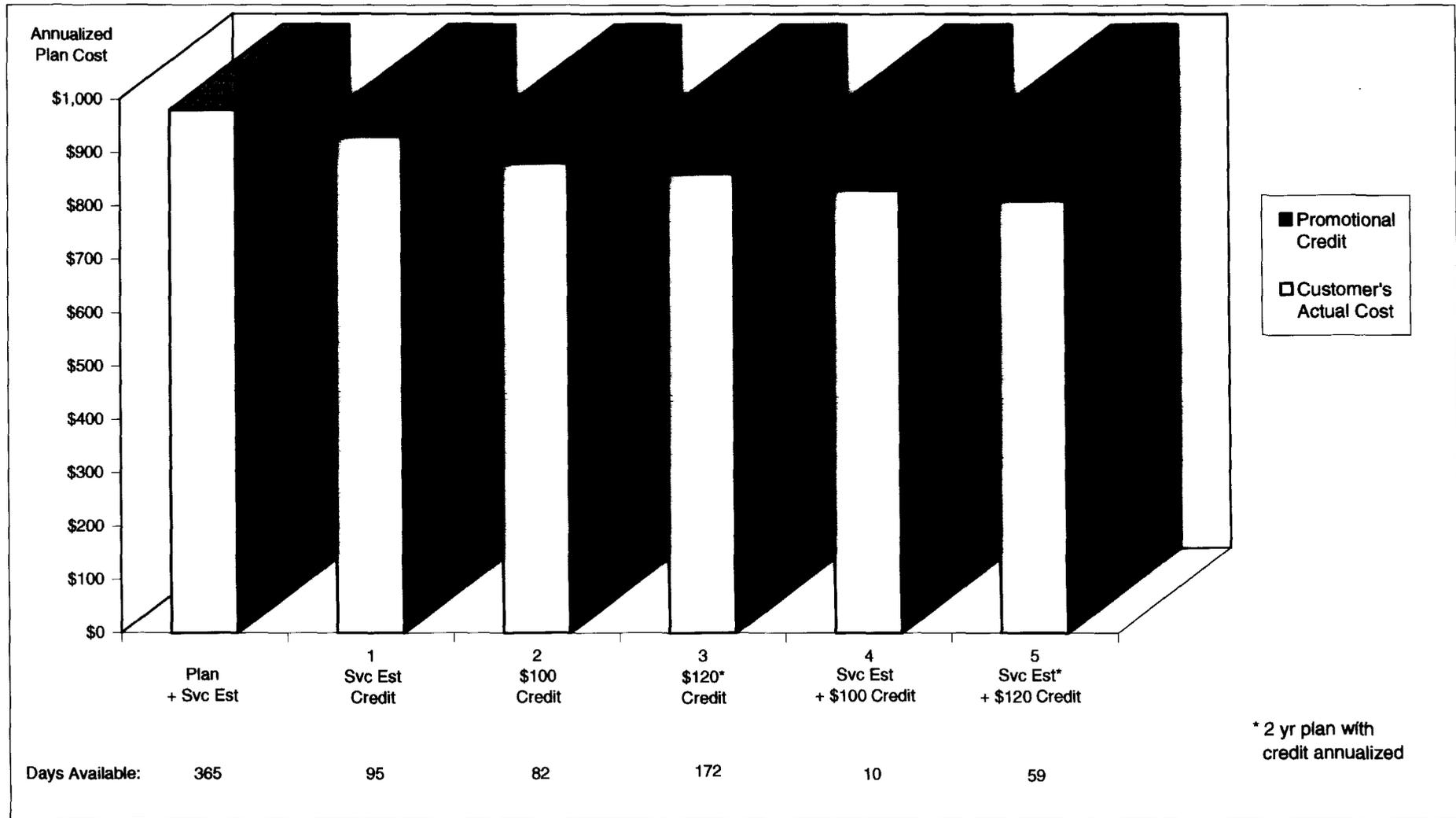
⁴ 1994: Svc Est credit (amortized) promo available for 37 days [\$4.16/month]

[^] All plan prices include total monthly bill and amortized service establishment (\$50/12=\$4.16)

* U.S. CPI-U Index

Customer's Actual Cost is Plan Price Less Promotional Credit: Impact of 1994 Promotions on 100 Minute User's Annualized Cost

Discounts Realized by 100 Minute Users Activating on Five Typical Promotions



Customer's Actual Cost is Plan Price Less Promotional Credit:

Impact of 1994 Promotions on 100 Minute User's Annualized Cost

Discounts Realized by 100 Minute User Activating on Five Typical Promotions

		1	2	3	4	5
Customer's Actual Cost	\$980.00	\$930.00	\$880.00	\$860.00	\$830.00	\$810.00
Promotional Credit		\$50.00	\$100.00	\$120.00	\$150.00	\$170.00

Plan Price: 100 Minute User	\$77.51
Annualized (*12)	\$930.12
Service Establishment	\$50.00
Annualized Plan	\$980.12